



SELKIRK COMMUNITY ARTS CENTRE CORP.

BY-LAWS

MAY 2019

REVISION SHEET

The entire By-Laws have been re-written in May 2019.

Para. V. 2. Added; May 2023.

Selkirk Community Arts Centre Corp.
BY-LAWS
May 2019

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SELKIRK COMMUNITY ARTS CENTRE CORP. BYLAWS

I. HEAD OFFICE

The head office of the Corporation shall be situated at 101-250 Manitoba Avenue in the City of Selkirk, Province of Manitoba. The Corporation may from time to time by resolution establish such other offices and agencies as the Board may deem necessary.

II. SEAL

The seal of the Corporation shall bear the name of the Corporation and shall be located at the head office of the Corporation.

III. OBJECTIVES

1. To promote and foster all forms of the arts within the community of Selkirk and district.
2. To provide Members of our community with opportunities for personal and artistic growth.
3. To maintain an attitude of openness with respect to the wide variety of art forms, in order to foster a greater understanding of the ways in which the arts are related to each other and to the community.
4. To extend and complement present organizations in Selkirk and district and work to fulfill community and individual needs as required.
5. To utilize the Art Centre as:
 - a) A specific place in which to meet to share and to enrich the arts.
 - b) A place in which to store and share work and equipment
 - c) Exhibition and sales space.
 - d) A location for the provision of educational programs for all interest levels and areas.
 - e) A “resource bank” for ideas and information
 - f) A space for festival opportunities
 - g) A space for presentations of workshops and events.
 - h) A location in which to provide workshop opportunities for a full range of arts activities
 - i) A site in which to provide other facilities and services as needed.

IV. MEMBERSHIP

1. Individual Memberships shall be open to any person who agrees with the aims of the Corporation and who shall submit a Membership Application Form and pay the annual Membership fee established by the Board of Directors.
2. When deemed to be desirable and appropriate, honorary Memberships may be conferred by the Board of Directors.

3. Life Membership shall be open to any person so accepted by the Board. A life Member shall pay a one-time fee to be established by the Board.
4. Organizations which apply and are accepted as Members shall pay the annual fee established by the Board of Directors.
5. In each year, all Memberships shall expire on November 30, and fees are due and payable on December 1st. A one-time fifty percent Membership fee discount will be offered to new Members who join the organization on or after June 1st.
6. Members may be dropped from Membership if delinquent in their dues for a period of ninety days. A notice will be sent to the Member, advising them of their delinquency.
7. Members may be expelled for cause by resolution passed by two-thirds of the Board. Such Members shall be notified in writing of the intention of the Board to do so and shall be allowed a hearing before doing so.
8. Any Member of the Corporation who intends to retire or resign their Membership, may do so at any time upon giving the Secretary notice in writing of such intention and upon discharging any liability outstanding in the books of the Corporation against them at the time of such notice.

V. ELECTION OF DIRECTORS

1. All Directors shall be elected by the Members at the Annual General Meeting of Members (or appointed with the Provisions contained in Section V of this By-Law). Elections shall be by a show of hands unless a secret ballot is requested by any Member. Retiring directors shall be eligible for re-election.
2. The term of office for all Directors shall be two (2) years, commencing at the close of the Annual General Meeting at which they are elected. Election of Directors shall be alternated in a manner that about half of the Board shall be elected in any one year. The President shall be elected in even years, the Vice President in odd years.
3. In the event of a vacancy on the Board, it may be filled by a Quorum of the Board selecting and appointing a Member who meets the requirements of Section VI. of this By-Law.

VI. BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors composed of no fewer than 9 and no more than 12.
2. Every Director shall be a Member in good standing of the Corporation, eighteen (18) or more years of age of sound mind and legally solvent.
3. The duties and powers of the Board of Directors:
 - a) the Directors of the Corporation shall conserve and administer the property both real and personal of the Corporation and shall set up such committees as they deem necessary to carry on the business of the Corporation. All decisions of the executive committee and other committees shall be ratified by the Board unless previously directed by the Board.
 - b) The Directors shall have full power to carry on the business of the Corporation except as herein or by statute provided.
 - c) To have a consistent presence of experience the Board of Directors will have half the Directors appointed for a (2) two-term and half the

Directors be appointed for a (1) one-year term. Thereafter, all Board of Directors terms shall be (2) two years in length with the Executive Officers being appointed in the same manner. The President and the Vice-President leaving in opposite years.

d) The Board of Directors will set up a contact list of Board Members to which the various committee chairs will report and receive guidance and support for their committees. The Board Member will be allowed to sit in on the committee meetings and will have full voting privileges on the committee.

VII. DUTIES OF EXECUTIVE OFFICERS

1. The **President** shall:

a) act as the Chairperson of the Board and attend and preside, in person or by proxy, at all Directors' meetings. The Chairperson along with another Director appointed by the Board for that purpose, shall sign all newly enacted bylaws;

b) be an ex-officio Member of every committee, with full voting privileges, and may appoint a proxy from the Board to attend any meeting or meetings of a committee that the President is unable to attend;

c) sign all instruments which require his/her signature and shall perform all duties incident to his/her office and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.

d) be responsible for appointing committee Members, such appointments to be ratified by the Board.

2. The **Vice-President** shall be vested with all powers and shall perform all duties of the President in their absence, incapacity or refusal to act of the President.

3. The **Secretary** shall:

a) be responsible to see that all Minutes of the Board of Directors, Annual Meetings and other meetings are accurately recorded and kept in a safe place at the Art Centre office.

b) require that all minutes are signed by the President as well as by the Secretary.

c) sign with the President or other signing officers of the Corporation such instruments as may require his/her signature.

d) give proper and timely notice for any meeting or duties required of a Board Member and/or Membership.

e) carry out correspondence and other duties as called for by resolution of the Board, or as instructed by the Chairperson.

f) keep or cause to be kept records which shall include:

i) a copy of the Letters Patent and any Supplementary Letters Patent issued to the Corporation, and of the Memorandum of Agreement and of all Bylaws of the Corporation.

ii) the names, alphabetically arranged, of all organizations which are or have been Members.

iii) the names, alphabetically arranged, of all persons who are or have been Members.

4. The **Treasurer** shall:

- a) be responsible to see that accurate records are kept of all monetary transactions of the Corporation and may when appropriate delegate some or all these duties to a Member of the Corporation, while maintaining supervisory capacity.
- b) present at each monthly meeting a statement of the preceding month's transactions.
- c) present at the Annual Meeting a statement of the year's financial transactions as prepared by the auditors.
- d) be responsible to see that all the funds and securities of the Corporation, shall be deposited in the name of the Corporation in such bank or banks, or with such depository or depositories as the Board may from time to time direct.
- e) at all reasonable times exhibit the books and accounts of the Corporation to any Director of said Corporation upon request and with the approval of the Board of Directors.
- f) sign or countersign such instruments as require his/her signature.
- g) perform all duties incident to this office which may be properly required of him/her by the Board.
- h) maintain government documents as required by the Charities Directorate of the Canada Revenue Agency.
- i) maintain government documentation as required by the taxation act of Manitoba including PST and GST.

In cases of absence, refusal or inability of the President, Vice-President or any other officer of the Corporation to act, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being any or all of the powers and duties of such officer or Director, provided that a majority of the Quorum of the Board concur therein.

VIII. FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of November each year.

IX. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held at the Head Office of the Corporation, or elsewhere as the Board may from time to time determine. The Board shall meet once every month each year. Written notice of each meeting of the Board shall be given not less than four (4) business days prior to the day on which the meeting is to be held, by sending such notice by ordinary mail, email, fax or telephone, provided however that the Board may waive these requirements and meet on shorter notice in emergencies or other circumstances when deemed appropriate or necessary.

Additional meetings of the Membership may be convened by order of the President or Vice-President, or the Board at any time and for any purpose, or upon written petition of six or more Members entitled to vote.

All meetings shall be governed by Robert's Rules of Order, or other such rules or parliamentary procedures as may be adopted from time to time.

X. QUORUM

Half of the total number of Members of the Board shall constitute a quorum at meetings for the transaction of business.

XI. ANNUAL GENERAL MEETING

1. The Corporation shall hold its annual meeting prior to June 1st of each year.
2. Notice of the time and place of the holding of the annual, or any other, meeting shall be mailed, emailed, faxed or phoned to each Member at least seven days prior to the date of such meeting.
3. Each Member over eighteen (18) years of age and in good standing, other than Honorary Members, shall have one vote at a General Meeting. Such votes must be cast in person and not by proxy or otherwise.
4. The quorum for the Annual Meeting shall consist of the number of Members in good standing who are present at that meeting.
5. At every Annual Meeting, in addition to any other business that may be transacted, the reports of the Directors, the Financial Statements and Auditors' reports shall be presented. Auditors shall be appointed for the ensuing year, and their remuneration fixed annually by the Board. Auditors shall be appointed as required by law, but no Member of the Board nor a salaried officer of the Corporation, shall be so appointed. Audited statements shall be submitted at the annual meeting as required by law.
6. All new Board Members shall be installed.

XII. VOTING

1. Any question at a Meeting of Members shall be decided by a show of hands unless a ballot is required or demanded as hereinafter provided.
2. Each of the Members of the Board of Directors shall be entitled to cast one (1) vote in person on any and all matters which shall come before such meeting of the Board. All matters shall be decided by the vote of the majority of the Directors who are present at such meeting.
3. Every active Member, except as hereinbefore excluded, shall be entitled to one vote for the election of Members to the Board and one vote on all questions coming before the Members of the Corporation.

XIII. EQUALITY OF VOTES

Matters arising at any meeting of the Board of Directors may be decided by a majority vote. Only in case of a tie shall the Chairman of the meeting be entitled to vote.

XIV. ADJOURNMENT

Adjournment of all General Meetings and/or Directors' Meetings shall be made by a motion from the floor and voted on by Members or Directors as the case may be.

XV. NOTICES

1. Any notice may be given by the Corporation to any Member or Director personally by e-mail, telephone, fax or by regular mail to such Member or Director at his/her last known address.
2. Where a specific number of days' notice is required to be given, the day of service of posting of the notice shall, unless otherwise provided, be included in such number of days.

XVI. BOOKS OF ACCOUNT

The Books of Account of the Corporation may be kept either at the Head Office or at such other location as the Directors may from time to time determine and approve.

XVII. VACANCY ON THE BOARD OF DIRECTORS

A Director's position on the Board shall be vacated by

- a) The death of the Director
- b) Lawful determination of mental incompetence of the Director
- c) The written resignation of the Director
- d) Failure of the Director to attend any two consecutive meetings, or a total of four meetings in the fiscal year, without an explanation acceptable to the Board.
- e) Expulsion of a Director by the Board for cause, in accordance with the following procedure:
 - i) Any Director may move to expel another Director, provided that notice of such motion and the reasons for same are given in writing to all Board Members at least seven (7) days prior to the meeting at which such motion is to be considered.
 - ii) Such motion shall not be made except for cause on the grounds that the Director has acted or is acting contrary to the best interests of the Corporation.
 - iii) The motion to expel any Director shall succeed if eight or more Directors vote in favour of the motion and shall otherwise be defeated.

XVIII. REMUNERATION FOR BOARD OF DIRECTORS

There shall be no remuneration to Directors, but a Director shall not be debarred from remuneration for any work she/he may do for the Corporation in a professional capacity or in the course of his/her trade or calling, on instructions from the Board, and a Director shall not be debarred from entering into a contract with the Corporation. The Directors may by resolution award special remuneration to any Director or Member of the Corporation undertaking any

special service on the Corporation's behalf, other than the routine work ordinarily required of a Director or a Member of the Corporation, and confirmation of any such resolution or resolutions by Members shall not be required. In special circumstances as defined by the Board, the Directors shall also be entitled to be paid their travelling and other out of pocket expenses incurred by them in connection with the affairs of the Corporation, upon submitting documentation of same.

XIX. INSURANCE

1. The Corporation shall indemnify and save harmless all its Directors and Officers, past and present, and persons who undertake or have undertaken any liability on behalf of the Corporation and their heirs and legal representatives against all costs, charges and expenses.
2. The corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such as the Board may from time to time determine.

XX. AUTHORIZED EXPENDITURES

1. The Board shall require approval by Motion, for all expenditures exceeding the sum of Three Hundred Dollars (\$300) for purchases of goods and/or services and for any proposed increases or new levies of assessments or dues against the Membership of the Corporation.

XXI. GALLERY

1. **The Gallery** shall hold exhibitions for the months of February through December. The gallery will be closed January of each year or as the Board deems otherwise to fill a need.
2. Specifically, the months of April, August and December will be held for exhibits entitled All Members' Show.
3. All Members' Shows will be announced at least 6 weeks in advance and will require a specific Application Form announcing the Member's intention to exhibit and the details of their exhibit.
4. Exhibits during the months of February through December will have a list of Members posted who are scheduled to exhibit their artwork.
5. The Corporation may hold or sponsor other Exhibitions and Sales of works as the Board deems necessary and advisable in pursuance of its mandate and objective to be a visible and vibrant presence enhancing community life in Selkirk and the surrounding communities. Charges may apply at the discretion of the Board.
6. The Corporation shall take a commission 30% for any artworks sold during these exhibitions.
7. The Board will have final say on all art exhibitions and its contents as to what is appropriate and what is deemed inappropriate.
8. The gallery exhibits will not include any third-party artworks. The art must be the work of the Member artist.
9. Only paid Members of the gallery will be allowed to display their work with the exception of an unusual circumstance and voted otherwise by the Board.

XXII. GIFT SHOP

1. **The Gift Shop** shall be used to exhibit artworks and artifacts from the Membership and the local community.
2. A Commission of 30% will be taken from the sale of these artworks and artifacts if the seller is a paid member of the Corporation. A Commission of 40% will be taken from the sale of these artworks and artifacts if the seller is not a member.
3. The Gift Shop artworks and artifacts will be changed up three times a year. Notification will go out to the exhibitors prior to each change-up.
4. The Gift Shop will not include any third-party artworks. The art must be the work of the Member or non-Member.

XXIII. EXTERNAL EXHIBITIONS

1. The gallery will support external exhibitions as deemed within the mandate of the Corporation.
2. External displays will be available to Members only who are paid up at the time of the display.
3. The duration of the display will be pre-determined and in agreement with the displaying artists and the facility where the art is showing.
4. A commission of 30% will be taken from any sale of these artworks.

XXIV. COMMITTEES

1. The Board may constitute, at any time, any Committee that it considers necessary and advisable to assist in the carrying out of the purpose of the Corporation.
2. All committees will carry out the instructions from the Board of Directors and provide a report and recommendations to the Board Member assigned.
3. Any Member in good standing may serve on any of the committees set up to aid in the efficient operations of the Selkirk Community Arts Centre and the Gwen Fox Gallery. From time to time it may be necessary to have a professional with expertise in certain areas added to working committees.
4. Only committees approved of by the Board of Directors may exist. No committee may represent themselves as a separate entity from the SCAC nor shall a committee or Member of committee commit to receiving debt or funding in the name of the SCAC without prior approval of the Board of Directors.

5. Committees of the SCAC may include but not limited to:

- i. Building & Maintenance
- ii. Newsletter
- iii. Website
- iv. Volunteers
- v. Publicity – Social Media
- vi. Community Liaison
- vii. Giftshop
- viii. Gallery
- ix. External Displays
- x. Grants
- xi. Workshops & Events

6. Each committee shall present its findings and recommendations to the assigned Board Member in the form of a written report or E-report that will become an addendum to the minutes of the monthly meeting.

XXV. MISCELLANEOUS PROVISIONS

1. All funds in the possession of the Corporation not immediately required to meet upcoming liabilities or anticipated expenses may be invested according to an investment strategy policy formulated and approved by the Board.

XXVI. WIND_UP

If the Corporation is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to organizations whose purpose are similar to those of the Corporation. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

SIGNED AT

_____ ON

THE _____ DAY OF _____ 2019 BY THE CORPORATION'S OFFICERS.

President _____

Vice President _____

Treasurer _____

Secretary _____

Revised and updated May 2019